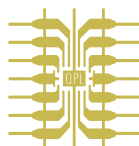


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## **QPL INTERNATIONAL HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 243)**

### **ANNOUNCEMENT**

**VOLUNTARY CONDITIONAL SHARE EXCHANGE OFFERS BY QPL INTERNATIONAL HOLDINGS LIMITED TO ACQUIRE ALL OF THE ISSUED SHARES OF L&A INTERNATIONAL HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED BY QPL INTERNATIONAL HOLDINGS LIMITED AND PARTIES ACTING IN CONCERT WITH IT) IN EXCHANGE FOR NEW SHARES TO BE ISSUED BY QPL INTERNATIONAL HOLDINGS LIMITED AND TO CANCEL ALL OF THE OUTSTANDING OPTIONS OF L&A INTERNATIONAL HOLDINGS LIMITED**

References are made to (i) the announcement of QPL International Holdings Limited (the “**Company**” or “**QPL**”) dated 14 October 2016 in relation to, inter alia, the Offers; (ii) the announcement of the Company dated 4 November 2016 in relation to, among other things, the delay in despatch of the offer document in respect of the Offers; (iii) the offer document issued by the Company dated 16 December 2016 in relation to, inter alia, the Offers (the “**Offer Document**”); (iv) the announcement of the Company dated 16 December 2016 in relation to the despatch of the Offer Document; and (v) the response document dated 30 December 2016 in respect of the Offers issued by L&A. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Offer Document.

Reference is also made to the announcement of L&A dated 6 January 2017 in relation to, among other things, the receipt of a petition dated 3 January 2017 against, amongst others, L&A as one of the respondents (the “**Winding-up Petition**”). The board of directors of QPL announces that, as at the date of this announcement, all the terms of the Offers and the procedures for acceptance of the Offers as set out in the Offer Document and the accompanying Forms of Acceptance remain unchanged.

The L&A Independent Shareholders who would like to deposit their physical certificates of the L&A Shares into CCASS after the Winding-up Petition has been presented are reminded to read the circular issued and published by Hong Kong Securities Clearing Company Limited on 28 December 2016 titled “Suspension of CCASS Depository Services for Securities of Certain Listed Issuers against Which a Winding-Up Petition has been presented” (the “**CCASS Circular**”) at the website of the Stock Exchange ([http://www.hkex.com.hk/eng/market/partcir/hkscc/2016/Documents/ce332\\_2016.pdf](http://www.hkex.com.hk/eng/market/partcir/hkscc/2016/Documents/ce332_2016.pdf)). Persons who are in doubt as to the action they should take should consult their licensed securities dealer or registered institution in securities, stockbroker, bank manager, solicitor or other professional advisers.

**The latest time and date for acceptance of the Offers will be at 4:00 p.m. on Friday, 13 January 2017 unless QPL revises or extends the Offers in accordance with the Takeovers Code. QPL has the right under the Takeovers Code to extend the Offers until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). QPL will issue an announcement through the websites of the Stock Exchange and QPL by no later than 7:00 p.m. on Friday, 13 January 2017 stating whether the Offers have been extended, revised or have expired.**

#### **IMPORTANT**

**The Offers are subject to the satisfaction or waiver (where applicable) of the Conditions of the Offers. Accordingly, the Offers may or may not become unconditional. Shareholders and potential investors of QPL and/or L&A should exercise caution when dealing in QPL Shares and/or L&A Shares. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

The respective associates (including a person who owns or controls 5% or more of any class of relevant securities of L&A or QPL) of L&A or QPL are reminded to disclose their dealings in the securities of L&A or QPL in accordance with Rule 22 of the Takeovers Code.

By order of the board of  
**QPL International Holdings Limited**  
**Li Tung Lok**  
*Executive Chairman and Chief Executive*

Hong Kong, 11 January 2017

*The directors of QPL jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable inquiries, that, to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and that there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.*

*As at the date of this announcement, the board of directors of QPL comprises four executive directors, namely Mr. Li Tung Lok (Executive Chairman and Chief Executive), Mr. Pheng Hoi Ping, Patrick, Mr. Wong Ka Lok, Andrew and Ms. Tung Siu Ching, one non-executive director, namely Mr. Wong Wai Man and three independent non-executive directors, namely Ms. Chung Hoi Yan, Mr. Yau Chi Hang and Mr. Chu Chun On, Franco.*